

FILED EFFECTIVE

2006 JUN -5 PM 3: 55

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER OF

**IDAHO ATHLETIC CLUB, INC.
(Surviving Entity)**

AND

**STATE STREET FITNESS, INC., STAR FITNESS, INC.,
and BLACKEAGLE FITNESS, LLC
(All Disappearing Entities)**

Pursuant to Idaho Code Sections 30-1-1101 and 53-663, the corporations and limited liability companies described herein, desiring to effect a merger and exchange of shares of common stock, and/or an exchange of membership units, for shares of common stock, set forth the following facts:

FIRST: The name of the corporation which will be the surviving entity is: Idaho Athletic Club, Inc., an Idaho corporation.

SECOND: The name of the first corporation which will be a disappearing entity is: State Street Fitness, Inc., an Idaho corporation.

THIRD: The name of the second corporation which will be a disappearing entity is: Star Fitness, Inc., an Idaho corporation.

FOURTH: The name of the limited liability company which will be a disappearing entity is: Blackeagle Fitness, LLC, an Idaho limited liability company.

FIFTH: A Plan of Merger has been approved and executed by each of the aforementioned business entities which are parties to the merger. The Plan of Merger is on file at the principal offices of Idaho Athletic Club, Inc., at 2999 N. Lake Harbor Way, Suite 203, Boise, Idaho 83703, and a copy of the Plan of Merger will be furnished on request and without cost to any person holding an interest in any of the aforementioned business entities which are parties to the merger.

SIXTH: The effective date of the merger shall be January 1, 2006.

ARTICLES OF MERGER

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IDAHO SECRETARY OF STATE
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SEVENTH: State Street Fitness, Inc., and Star Fitness, Inc., both Idaho corporations, and Blackeagle Fitness, LLC, an Idaho limited liability company, shall be merged into Idaho Athletic Club, Inc., an Idaho corporation, and Idaho Athletic Club, Inc., an Idaho corporation, shall be the surviving entity of such merger.

EIGHTH: Each share of common stock in State Street Fitness, Inc., and each share of common stock in Star Fitness, Inc., shall be exchanged for or converted into one (1) share of common stock of Idaho Athletic Club, Inc.

NINTH: Each membership unit in Blackeagle Fitness, LLC, shall be exchanged for or converted into one (1) share of common stock of Idaho Athletic Club, Inc.

IN WITNESS WHEREOF, the undersigned entities have hereunto set their hand and seal this 24th day of ~~January~~ ^{March}, 2006.

IDAHO ATHLETIC CLUB, INC.

By: 

John A. Wardle, President

Attest: 

By: 

Cheryl A. Wardle, Secretary

STATE STREET FITNESS, INC.

By: 

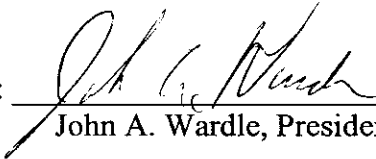
John A. Wardle, President

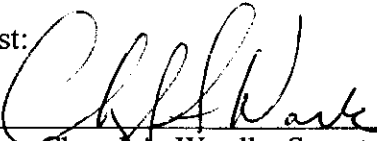
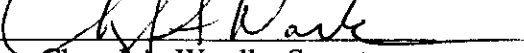
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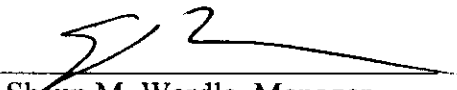
Cheryl A. Wardle, Secretary

STAR FITNESS, INC.

By: 
John A. Wardle, President

Attest: 
By: 
Cheryl A. Wardle, Secretary

BLACKEAGLE FITNESS, LLC

By: 
Shaun M. Wardle, Manager